

19223-A

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

192237A

FEB 3 - 1995 - 3 05 PM

February 2, 1995

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) duly executed copies each of a Memorandum of Lease and a Memorandum of Assignment of Lease, both dated as of February 2, 1995, the first being a primary document and the other a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed documents are:

Lessor/Assignor

Debtor: ACF Industries, Incorporated
3301 Rider Trail South
Earth City, Missouri 63045

Lessee: Vicksburg Chemical Company
5100 Poplar Avenue, Suite 2414
Memphis, Tennessee 38137

Assignee/

Secured Party: First Security Bank of Utah, N.A.
79 South Main Street
Salt Lake City, Utah 94111

Counterparts - *[Signature]*

Mr. Vernon A. Williams
February 2, 1995
Page Two

A description of the railroad equipment covered by the enclosed documents is attached as Exhibit A to both of the aforesaid documents.

Also enclosed is a check in the amount of \$42.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return stamped copies of the enclosed document of the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'R. W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

19223
FEB 3 - 1995 - 3 05 PM
RECEIVED

MEMORANDUM OF LEASES
BETWEEN
ACF INDUSTRIES, INCORPORATED ("LESSOR")
AND
the Lessee identified herein ("LESSEE")

Filed and recorded with the Interstate Commerce Commission
pursuant to Section 11303, Title 49, United States Code on
February 3, 1995, at , Recordation No.

Memorandum dated as of February 2, 1995 of Leases specified on Exhibit A attached hereto by and between ACF Industries, Incorporated, a New Jersey corporation, ("Lessor") and the Lessee identified on Exhibit A attached hereto ("Lessee") (as the same have been and may be amended, supplemented, otherwise modified or renewed from time to time, the "Leases").

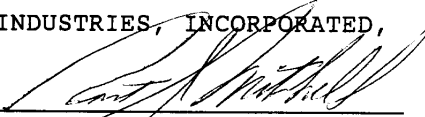
W I T N E S S E T H:

Pursuant to the Leases, Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor certain railcars including the railroad tank cars and covered hopper cars listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be signed by its corporate officer as of the date first above written.

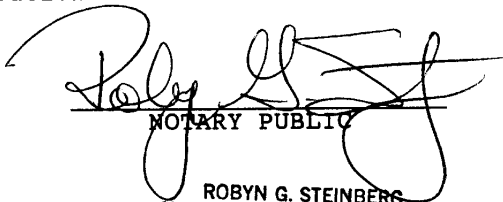
ACF INDUSTRIES, INCORPORATED,

by


Name: Robert J. Mitchell
Title: Treasurer

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

On this 2nd day of February, 1995, before me personally appeared Robert J. Mitchell, to me personally known, who being by me duly sworn, says that he is the Treasurer of ACF INDUSTRIES, INCORPORATED that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.


NOTARY PUBLIC

My commission expires:

ROBYN G. STEINBERG
Notary Public, State of New York
No. 01ST5026264
Qualified in New York County
Commission Expires April 18, 1996

Exhibit A

Lessee	Car Service Contract #	Identifying Numbers (Both Inclusive)	Number of Cars	AAR Designat
VICKSBURG CHEMICAL COMPANY	3534	ACFX 77188	1	T564
VICKSBURG CHEMICAL COMPANY	3534	ACFX 77189	1	T564
VICKSBURG CHEMICAL COMPANY	3534	ACFX 77190	1	T564
VICKSBURG CHEMICAL COMPANY	3534	ACFX 77191	1	T564
VICKSBURG CHEMICAL COMPANY	3534	ACFX 77192	1	T564
VICKSBURG CHEMICAL COMPANY	3534	ACFX 77193	1	T564
VICKSBURG CHEMICAL COMPANY	3534	ACFX 77194	1	T564
VICKSBURG CHEMICAL COMPANY	3534	ACFX 77195	1	T564
VICKSBURG CHEMICAL COMPANY	3534	ACFX 77196	1	T564
VICKSBURG CHEMICAL COMPANY	3534	ACFX 77197	1	T564
VICKSBURG CHEMICAL COMPANY	3720	ACFX 77246	1	T564
VICKSBURG CHEMICAL COMPANY	3720	ACFX 77247	1	T564
VICKSBURG CHEMICAL COMPANY	3720	ACFX 77248	1	T564
VICKSBURG CHEMICAL COMPANY	3720	ACFX 77249	1	T564
VICKSBURG CHEMICAL COMPANY	3720	ACFX 77250	1	T564
VICKSBURG CHEMICAL COMPANY	3720	ACFX 77251	1	T564
VICKSBURG CHEMICAL COMPANY	3720	ACFX 77252	1	T564
VICKSBURG CHEMICAL COMPANY	3720	ACFX 77253	1	T564
VICKSBURG CHEMICAL COMPANY	3720	ACFX 77254	1	T564
VICKSBURG CHEMICAL COMPANY	3720	ACFX 77255	1	T564

19223

20072

RECORDATION NO. FILE NO.

NOTICE OF TERMINATION MAY 24 1996 - 11 42 AM
OF
MEMORANDA OF LEASE INTERSTATE COMMERCE COMMISSION
AND
MEMORANDA OF ASSIGNMENT

NOTICE IS HEREBY GIVEN that pursuant to the
Release and Termination Statement dated as of May 24, 1996,
made by First Security Bank of Utah, National Association,
filed and recorded with the Interstate Commerce Commission,
Recordation No. 19200-J, the security interest in the leases
and railcars listed on Schedule 1 attached hereto has been
released and the assignment of said leases has been
terminated.

ACF INDUSTRIES, INCORPORATED

By:

Its:

LESSEE	CONTRACT		IDENTIFYING NUMBER	NUMBER OF CARS	AAR DESIGNATOR
VICKSBURG CHEMICAL COMPANY	3534	ACFX	77188	1	T564
VICKSBURG CHEMICAL COMPANY	3534	ACFX	77189	1	T564
VICKSBURG CHEMICAL COMPANY	3534	ACFX	77190	1	T564
VICKSBURG CHEMICAL COMPANY	3534	ACFX	77191	1	T564
VICKSBURG CHEMICAL COMPANY	3534	ACFX	77192	1	T564
VICKSBURG CHEMICAL COMPANY	3534	ACFX	77193	1	T564
VICKSBURG CHEMICAL COMPANY	3534	ACFX	77194	1	T564
VICKSBURG CHEMICAL COMPANY	3534	ACFX	77195	1	T564
VICKSBURG CHEMICAL COMPANY	3534	ACFX	77196	1	T564
VICKSBURG CHEMICAL COMPANY	3534	ACFX	77197	1	T564
VICKSBURG CHEMICAL COMPANY	3720	ACFX	77246	1	T564
VICKSBURG CHEMICAL COMPANY	3720	ACFX	77247	1	T564
VICKSBURG CHEMICAL COMPANY	3720	ACFX	77248	1	T564
VICKSBURG CHEMICAL COMPANY	3720	ACFX	77249	1	T564
VICKSBURG CHEMICAL COMPANY	3720	ACFX	77250	1	T564
VICKSBURG CHEMICAL COMPANY	3720	ACFX	77251	1	T564
VICKSBURG CHEMICAL COMPANY	3720	ACFX	77252	1	T564
VICKSBURG CHEMICAL COMPANY	3720	ACFX	77253	1	T564
VICKSBURG CHEMICAL COMPANY	3720	ACFX	77254	1	T564
VICKSBURG CHEMICAL COMPANY	3720	ACFX	77255	1	T564

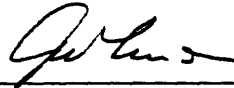
RECORDATION NO. 18523-B
FILED 1425
MAR 10 1997 2:35 PM

NOTICE

Notice is hereby given that the Security Agreements previously filed under Recordation Numbers 18516, 18517 and 19200 (as the same have, from time to time, been amended, supplemented and/or partially released) have been fully terminated effective March 7, 1997.

Any security interests in the railcars and assignment of leases contained in such security agreements not previously released have now been terminated effective March 7, 1997.

Effective no later than March 7, 1997, ACF does not claim a leasehold interest in any railcar identified herein solely by reason of any Memorandum of Lease or other document filed herein.



Robert W. Alvord, Attorney for
ACF Industries, Incorporated

District of Columbia)
) ss.
City of Washington)

Subscribed and sworn to before me this 10th day of March 1997.



Kim L. Bartman,
NOTARY PUBLIC

My Commission expires: 3-31-2000

18524-B	18574-C	18841-D	19768-B	20091-B
18525-B	18575-B	18842-C	19769-B	20092-B
18526-B	18576-C	18843-D	19770-B	20093-B
18527-B	18577-C	18844-F	19771-B	20094-B
18528-B	18578-C	18845-C	19772-B	20095-B
18529-B	18579-F	18846-C	19773-B	20096-B
18530-B	18580-D	18847-G	19774-B	20097-B
18535-C	18581-C	18848-C	19775-B	20098-B
18536-D	18582-D	18965-C	19776-B	20099-B
18537-D	18583-D	19201-B	19777-B	20100-B
18538-E	18584-H	19202-B	19778-B	
18539-D	18585-D	19203-B	19779-B	
18540-D	18586-F	19204-B	19780-B	
18541-F	18587-C	19205-B	19781-B	
18542-C	18588-D	19206-B	19782-B	
18543-C	18589-C	19207-B	19783-B	
18544-G	18590-D	19208-B	19784-B	
18545-G	18591-J	19209-B	19785-B	
18546-D	18592-C	19210-B	19786-B	
18547-C	18593-D	19211-B	19787-B	
18548-D	18594-C	19212-B	19788-B	
18549-D	18595-J	19213-B	19789-B	
18550-D	18596-D	19214-B	19790-B	
18551-C	18597-D	19215-B	19791-B	
18552-D	18598-D	19216-B	19792-B	
18553-C	18599-C	19217-B	19793-B	
18554-D	18600-D	19218-B	19794-B	
18555-D	18601-D	19219-B	19795-B	
18556-D	18602-D	19220-B	19818-B	
18557-C	18603-C	19221-B	19819-B	
18558-C	18604-C	19222-B	20075-B	
18559-C	18605-I	19223-B	20076-B	
18560-D	18606-C	19754-B	20077-B	
18561-D	18607-C	19755-B	20078-B	
18562-C	18608-D	19756-B	20079-B	
18563-D	18609-D	19757-B	20080-B	
18564-C	18613-B	19758-B	20081-B	
18565-D	18614-B	19759-B	20082-B	
18566-D	18615-D	19760-B	20083-B	
18567-D	18616-D	19761-B	20084-B	
18568-D	18617-D	19762-B	20085-B	
18569-D	18777-D	19763-B	20086-B	
18570-F	18778-C	19764-B	20087-B	
18571-D	18838-D	19765-B	20088-B	
18572-D	18839-C	19766-B	20089-B	
18573-D	18840-D	19767-B	20090-B	